

**TALG, LTD.**

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Attorneys for Defendant EVOLVE BANK & TRUST

**IN THE UNITED STATES DISTRICT COURT  
 FOR THE NORTHERN DISTRICT OF CALIFORNIA**

BYTECHIP, LLC d/b/a QBIT, a Delaware  
 limited liability company,  
  
 Plaintiff,  
  
 vs.  
  
 SOLID FINANCIAL TECHNOLOGIES,  
 INC., a Delaware corporation; EVOLVE  
 BANK & TRUST, an Arkansas corporation;  
 and DOES 1-10, inclusive,  
  
 Defendants.

**Case No. 24-cv-01226-LB**

**DECLARATION OF MARGARET  
 GIBSON EVERETT IN SUPPORT OF  
 DEFENDANTS SOLID FINANCIAL  
 TECHNOLOGIES, INC. AND EVOLVE  
 BANK & TRUST'S NOTICE OF MOTION  
 AND MOTION TO TRANSFER VENUE**

*[Filed concurrently with: (1) Defendants Solid  
 Financial Technologies, Inc. and Evolve Bank  
 & Trust's Notice of Motion and Motion to  
 Transfer Venue; (2) Request for Judicial  
 Notice]*

Date: July 18, 2024  
 Time: 10:00 a.m.  
 Courtroom: 11—19<sup>th</sup> Floor  
 Judge: Hon. James Donato

TALG, Ltd.  
 2211 Michelson Drive, Suite 1170  
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**DECLARATION OF MARGARET GIBSON EVERETT**

I, MARGARET GIBSON EVERETT, declare as follows:

1. I am over the age of 18 years and have personal knowledge of the facts contained in this declaration, and if called upon to testify, I could and would testify competently as to the truth of facts stated herein.

2. I am the Assistant Vice President, Legal Operations Administrator, and Assistant Corporate Secretary of Defendant EVOLVE BANK & TRUST (“Evolve”).

3. I make this declaration in my capacity as the Assistant Corporate Secretary of Evolve.

4. Evolve is an Arkansas State-Chartered Bank and a member of the Federal Reserve System with its operational headquarters located in Memphis, Tennessee.

5. Evolve and Defendant SOLID FINANCIAL TECHNOLOGIES, INC. (“Solid”) entered into a Master Bank Services Agreement on or around June 21, 2021 (the “MBSA”). Under Section 43(a) of the MBSA, Evolve and Solid agreed that the MBSA would be governed by and construed in accordance with the laws of the State of Tennessee and agreed to submit to the jurisdiction of the courts of the State of Tennessee. *Attached hereto as Exhibit “A” is a true and correct copy of the MBSA entered on or around June 21, 2021.*

I declare under the penalty of perjury under the laws of the State of California and the United States of America, that the foregoing is true and correct, and that this declaration was executed on this 4th day of June 2024, at Memphis, Tennessee.



Margaret Gibson Everett

# Exhibit A

## MASTER BANK SERVICES AGREEMENT

## Cover Page

7/14/2021 | 6:49:39 CDT

This Master Bank Services Agreement ("Agreement") is entered into as of the 7/14/2021 ("Effective Date") by and between Evolve Bank & Trust, an Arkansas state bank, ("Bank") and Solid Financial Technologies, Inc., a Delaware corporation ("Company"). For purposes of this Agreement, Bank and Company each may be referred to individually as a "Party" and together as the "Parties."

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Date.

Ban DocuSigned by: ust

By: Scot Lenoir

7EAD05C8CBE84DE...

Name: Scot Lenoir

Title: Chairman

Date: 7/14/2021 | 6:49:39 CDT

Com DocuSigned by: il Technologies, Inc.

By: Raghav Lal

96BAE39D8F134EA...

Name: Raghav Lal

Title: President

Date: 7/8/2021 | 11:32:06 CDT

[REDACTED]

[REDACTED]







































































[REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

43. **Governing Law; Waiver of Jury Trial; Dispute Resolution and Arbitration.**

- (a) This Agreement shall be governed by and construed in accordance with the laws of the State of Tennessee, without giving effect to any choice of law or conflict of law provisions. Each Party hereby submits to the jurisdiction of the courts of Tennessee, and (subject to Bank's reservation of preemption rights herein).

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

[REDACTED]

■

























































































**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on June 5, 2024, all counsel of record who are deemed to have consented to electronic service are being served with a copy of the foregoing documents via the Court's CM/ECF system.

Executed on June 5, 2024 at Irvine, California.

/s/ Emin Avakian

Emin Avakian